

UNANIMOUS WRITTEN CONSENT
OF THE SOLE MEMBER OF WICKAPOGUE 1 LLC

The undersigned, being the sole member (the “**Member**”) of Wickapogue 1 LLC, a New York limited liability company (the “**Company**”), acting by written consent without a meeting pursuant to Section 407(a) of the New York Limited Liability Company Law, does hereby consent to the adoption of the following resolutions and direct that this consent be filed with the books and records of the Company:

WHEREAS, it is in the best interest of the Company and its creditors to file a voluntary petition in the United States Bankruptcy Court for the Eastern District of New York (the “**Bankruptcy Court**”) pursuant to Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”).

NOW, THEREFORE:

BE IT RESOLVED, that David Goldwasser is hereby appointed Chief Restructuring Officer (the “**CRO**”) of Wickapogue 1, LLC; and

BE IT FURTHER RESOLVED, that the CRO is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary Bankruptcy Case; and

BE IT FURTHER RESOLVED, that the CRO is authorized and directed, on behalf of the Company, to appear and to execute, verify and file in the Bankruptcy Court all petitions, schedules, lists and other papers or documents, and to take and perform any and all further actions and steps that the CRO deems necessary, desirable and proper in connection with the Company's Bankruptcy Case under the Bankruptcy Code, with a view to the successful prosecution of such Bankruptcy Case; and

BE IT FURTHER RESOLVED, that the CRO, on behalf of the Company, be, and hereby is, authorized, empowered and directed to retain the law firm of Offit Kurman, P.A., as its bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights in connection therewith, and the CRO is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Offit Kurman, P.A.; and

BE IT FURTHER RESOLVED, that the CRO, on behalf of the Company, be, and hereby is, authorized, empowered and directed to employ any other professionals, including without limitation, financial advisors and brokers, necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the CRO is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable and proper; and


BE IT FURTHER RESOLVED, that the CRO, on behalf of the Company, be, and hereby is, authorized, empowered and directed to take any and all actions, to execute, deliver, certify, file and/or record all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by the CRO to be necessary to carry out the purpose and intent of each of the foregoing resolutions and to effectuate the successful prosecution of the Bankruptcy Case.

IN WITNESS WHEREOF, the undersigned Member has duly executed this Unanimous Written Consent as of March 21, 2023.

SOLE MEMBER

Wickapogue Beach LLC, a Delaware limited liability company

By Wickapogue Southampton Inc., a Delaware corporation,
its sole member

By:  _____
Jean-Marc Orlando
Sole Director and Stockholder